

HERRICK, FEINSTEIN, LLP
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Sean E. O'Donnell
Stephen B. Selbst
Steven B. Smith
Christopher Carty

*Special Conflicts Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors¹ : (Jointly Administered)
: :
: :
----- X

**EIGHTH MONTHLY FEE STATEMENT OF HERRICK, FEINSTEIN LLP
FOR PROFESSIONAL SERVICES RENDERED AND DISBURSEMENTS INCURRED
AS SPECIAL CONFLICTS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR THE PERIOD OF
JUNE 1, 2020 THROUGH JUNE 30, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Herrick, Feinstein LLP
Authorized to Provide Professional Services To:	Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	March 22, 2019 <i>nunc pro tunc</i> to January 2, 2019
Period for Which Compensation and Reimbursement Is Sought:	June 1, 2020 through June 30, 2020
Monthly Fees Incurred:	\$206,014.00
20% Holdback:	\$41,202.80
Total Compensation Less 20% Holdback:	\$164,811.20
Monthly Expenses Incurred:	\$11,640.42
Total Fees and Expenses Requested:	\$176,451.62

This is a x monthly interim final application

Herrick Feinstein LLP (“Herrick Feinstein”), special conflicts counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holding Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby respectfully submits this statement of fees and disbursements (the “Eighth Combined Monthly Fee Statement”) covering the period from June 1, 2020 through June 30, 2020 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Eighth Combined Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions, Herrick Feinstein requests (a) interim allowance and payment of compensation in the amount of \$164,811.20 (80% of \$206,014.00) for fees on account of reasonable and necessary professional services rendered to the Creditors’ Committee by Herrick

Feinstein, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$11,640.42 incurred by Herrick Feinstein during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Herrick Feinstein professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Herrick Feinstein for services rendered to the Creditors' Committee are the same rates that Herrick Feinstein charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Herrick Feinstein professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Herrick Feinstein professional and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Eighth Combined Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji ([email: mmeghji@miiipartners.com](mailto:mmeghji@miiipartners.com)); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Eighth Avenue, New York, NY 10153, Attention: Ray C. Schrock ([email: ray.schrock@weil.com](mailto:ray.schrock@weil.com)), Jacqueline Marcus ([email: jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)), Garrett A. Fail ([email: garrettlail@weil.com](mailto:garrettlail@weil.com)), and Sunny Singh ([email: sunny.singh@weil.com](mailto:sunny.singh@weil.com)); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg ([e-mail: paul.schwartzberg@usdoj.gov](mailto:paul.schwartzberg@usdoj.gov)) and Richard Morrissey ([e-mail: richard.morrissey@usdoj.gov](mailto:richard.morrissey@usdoj.gov)); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake ([email: paul.leake@skadden.com](mailto:paul.leake@skadden.com)), Shana A. Elberg ([email: shana.elberg@skadden.com](mailto:shana.elberg@skadden.com)) and George R. Howard ([email: george.howard@skadden.com](mailto:george.howard@skadden.com)); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 ([e-mail: harnerp@ballardspahr.com](mailto:harnerp@ballardspahr.com)); (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott ([e-mail: marriott@ballardspahr.com](mailto:marriott@ballardspahr.com)) and Tobey M. Daluz ([e-mail: dalurt@ballardspahr.com](mailto:dalurt@ballardspahr.com)); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Philip C. Dublin ([email: pdublin@akingump.com](mailto:pdublin@akingump.com)), Ira S. Dizengoff ([email: idizengoff@akingump.com](mailto:idizengoff@akingump.com)) and Sara Lynne Brauner ([email: sbrauner@akingump.com](mailto:sbrauner@akingump.com)), (collectively, the “Notice Parties”).

Objections to this Eighth Combined Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **August 4, 2020** (the

“Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Eighth Combined Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Eighth Combined Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Eighth Combined Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

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Dated: New York, New York
July 20, 2020

HERRICK FEINSTEIN LLP

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*Special Conflicts Counsel to the Official
Committee of Unsecured Creditors of Sears
Holdings Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Sean E. O'Donnell	Restructuring & Finance Litigation	1998	\$1025.00	14.6	\$14,965.00
Christopher W. Carty	Restructuring & Finance Litigation	2010	\$785.00	38.5	\$30,222.50
Steven Smith	Restructuring & Finance Litigation	2001	\$765.00	2.4	\$1,836.00
Jason D'Angelo	Restructuring & Finance Litigation	1998	\$845.00	7.8	\$6,591.00
Total Partners				63.3	\$53,614.50
COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Kyle J. Kolb	Restructuring & Finance Litigation	2012	\$610.00	56.7	\$34,587.00
Total Counsel				56.7	\$34,587.00
ASSOCIATES	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Heather M. Zimmer	Restructuring & Finance Litigation	2017	\$435.00	93.10	\$40,498.50
Gabrielle R. Fromer	Restructuring & Finance Litigation	2018	\$420.00	57.80	\$24,276.00
Elizabeth J. Plowman	Restructuring & Finance Litigation	2018	\$420.00	30.70	\$12,894.00
Daniel Field	Restructuring & Finance Litigation	2017	\$435.00	15.90	\$6,916.50

Conor Anderson	Restructuring & Finance Litigation	2019	\$415.00	14.9	\$6,183.50
Total Associates				212.40	\$90,768.50

PARALEGALS/ NON- LEGAL STAFF	DEPARTMENT	RATE	HOURS	AMOUNT
Linda Schepp	Restructuring & Finance Litigation	\$335.00	77.6	\$25,996.00
Larisa Poretsky	Litigation	390.00	2.2	\$858.00
Anthony DeLeon	Litigation	\$380.00	.5	\$190.00
Total Paralegals/ Non- Legal Staff			80.3	\$27,044.00

EXHIBIT B

Task Code Summary

Task Code	HOURS	AMOUNT (\$)
Case Administration – B110	.5	\$190.00
Fee/Employment Applications - B160	8.2	\$5,562.00
Contested Matters (exclu. Assumption/rejection) – B190	93.60	\$46,275.00
Jointly Asserted Causes of Action	310.40	\$153,985.50
Total	412.70	\$206,012.50

Exhibit C

Itemized Fees



HERRICK

FEDERAL ID:

Official Committee of Unsecured Creditors of Sears Holdings
Attn: Ron Tucker
225 W. Washington Street
Indianapolis, IN 46204

July 16, 2020
Bill Number: 356647
File Number: 19609-0001

Re: **Sears Bankruptcy**

Fees for legal services rendered through June 30, 2020	\$52,027.50
Expenses posted through June 30, 2020	10,789.68
TOTAL	\$62,817.18

**Kindly return this page with your
check payment to:**
Herrick, Feinstein LLP
2 Park Avenue
New York, NY 10016

Send wire payments to:
Citibank, N.A.
ABA Number:
Account Number:
SWIFT #:

PLEASE REMIT PAYMENT WITHIN 30 DAYS



Re: **Sears Bankruptcy**

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LEGAL SERVICES

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Time</u>
06/01/20	C. Carty	B190	Review and analyze analysis from experts.	.50
06/01/20	G. Fromer	B190	Revise subpoenas and research language on notice of taking remote virtual depositions	.90
06/01/20	K. Kolb	B190	Draft email to opposing counsel regarding additional testimony	.20
06/01/20	S. O'Donnell	B190	Coordinate depos and subpoena.	.50
06/02/20	C. Carty	B160	Review and revise monthly fee statement.	1.50
06/02/20	C. Carty	B190	Call with K. Kolb and G. Fromer regarding depositions and prepare for same.	.60
06/02/20	C. Carty	B190	Review and comment on draft correspondence regarding depositions.	1.20
06/02/20	G. Fromer	B190	Discuss subpoenas and deposition prep	.20
06/02/20	G. Fromer	B190	Prepare for depositions by drafting witness questions and reviewing fact memorandum and discovery	3.90
06/02/20	K. Kolb	B190	Attend call with C. Carty and G. Fromer regarding investigation next steps	.30
06/02/20	K. Kolb	B190	Discuss deposition preparation with G. Fromer	.10



Re: **Sears Bankruptcy**

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06/02/20	K. Kolb	B190	Draft email summarizing status of investigation	.80
06/02/20	L. Poretsky	B160	Search Prime Clerk website for hearing date on Interim fee application, calendar and circulate to the team with the Telephonic Appearances instructions.	.40
06/02/20	L. Poretsky	B160	Revise and finalize exhibits to the fee statement (.4); Assemble sixth fee statement and exhibits (.4); e-file on a docket (.5); prepare and submit e-mail to Prime Clerk requesting service of the sixth fee statement (.3); circulate objection date to the team (.2)	1.80
06/03/20	G. Fromer	B190	Prepare for depositions by drafting witness questions and reviewing background materials	6.90
06/03/20	K. Kolb	B190	Analyze timeline of auction related events	.20
06/03/20	L. Schepp	B190	Update chronology for attorney review.	.30
06/05/20	L. Schepp	B190	Compile isda filings for chronology.	2.30
06/08/20	K. Kolb	B190	Analyze case timeline	.30
06/08/20	L. Schepp	B190	Compile and index remaining isda documents for chronology.	5.30
06/09/20	C. Carty	B160	Respond to M-III requests for information related to billing.	.40
06/09/20	G. Fromer	B190	Discuss revising deposition outlines	.10



Re: **Sears Bankruptcy**

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06/09/20	K. Kolb	B190	Revise deposition outline	.50
06/09/20	K. Kolb	B190	Revise timeline of auction events	.20
06/09/20	L. Schepp	B190	Update document chronology for attorney review,	4.80
06/10/20	C. Carty	B160	Provide Debtors' professionals with information related to fees.	.30
06/10/20	K. Kolb	B190	Analyze revisions to communication with opposing counsel	.20
06/10/20	L. Schepp	B190	Continue to update document chronology prior to attorney review.	1.80
06/10/20	S. O'Donnell	B190	Review/comment on depo notices, discovery requests and correspondence re same; confer w/ team re same.	.50
06/11/20	G. Fromer	B190	Review documents produced in discovery and draft outlines for depositions	6.20
06/11/20	G. Fromer	B190	Discuss revising and serving subpoenas for depositions	.10
06/11/20	G. Fromer	B190	Revise subpoenas for depositions	.80
06/11/20	K. Kolb	B190	Finalize subpoenas and transmit to opposing counsel	1.30
06/11/20	L. Schepp	B190	Continued update of document chronology for attorney review	2.70
06/11/20	S. O'Donnell	B190	Discovery and case admin.	.50
06/11/20	S. Smith	B190	Attention to depo notices for CDS participants and related analysis.	.80



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06/12/20	A. DeLeon	B110	Review and analyze document review database.	.50
06/12/20	G. Fromer	B190	Review documents produced in discovery and draft outlines for depositions	3.60
06/12/20	K. Kolb	B190	Email to expert regarding status	.10
06/15/20	C. Carty	B160	Confer with Akin re hearing on interim fee applications (0.3); review draft order re interim fee application from Weil and provide comments thereto (0.3).	.60
06/15/20	S. O'Donnell	B190	Coordinate meet and confer.	.30
06/15/20	S. Smith	B160	Attention to and review of emails/orders re upcoming final fee hearing.	.30
06/15/20	S. Smith	B190	Analysis and attention to meet & confer request for depositions.	.40
06/16/20	C. Carty	B160	Prepare for hearing on interim fee applications.	.60
06/16/20	C. Carty	B190	Participate in meet and confer call with Stroock regarding subpoena in connection with Rule 2004 investigation and prepare for same.	.60
06/16/20	G. Fromer	B190	Meet and Confer with Stroock	.20
06/16/20	K. Kolb	B190	Follow up regarding subpoena service	.10
06/16/20	S. O'Donnell	B190	Meeting and confer w/ Stroock.	.50
06/17/20	C. Carty	B160	Prepare for hearing on interim fee application.	.70



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06/17/20	C. Carty	B160	Attention to matters related to billing.	.60
06/17/20	C. Carty	B160	Participate in hearing on fee application.	1.00
06/17/20	K. Kolb	B190	Revise deposition outline	2.90
06/17/20	S. Smith	B190	Attention to met & confer issues.	.20
06/18/20	K. Kolb	B190	Emails to opposing counsel regarding requests in investigation	.20
06/18/20	L. Schepp	B190	Compile and index documents cited in deposition outlines for attorney review.	2.70
06/18/20	L. Schepp	B190	Update chronology in preparation for attorney review.	.70
06/19/20	C. Carty	B190	Call with experts regarding analysis of ISDA auction impact on MTN sale (1.4); pre-call with Herrick team (0.4); review and analyze experts work product (2.1).	3.90
06/19/20	G. Fromer	B190	Discuss objectives of call with experts	.30
06/19/20	G. Fromer	B190	Call with experts to prepare for depositions	1.40
06/19/20	K. Kolb	B190	Attend call with experts regarding case analysis	1.40
06/19/20	K. Kolb	B190	Further analysis of expert memo regarding case theories and background facts	1.70
06/19/20	S. O'Donnell	B190	Prep and participate in expert call; pre-call for same.	1.30



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06/22/20	K. Kolb	B190	Draft letter to UCC regarding strategy update	.90
06/22/20	S. O'Donnell	B190	Coordinate discovery and meet and confers.	.50
06/23/20	K. Kolb	B190	Revise agreement regarding investigation	.60
06/23/20	K. Kolb	B190	Analyze issues relating to plan and claims allowed	1.70
06/23/20	L. Schepp	B190	Update chronology.	.80
06/23/20	S. Smith	B190	Exchange emails with K. Kolb re discovery from Barclays and review file re same.	.50
06/23/20	S. Smith	B190	Attention to email traffic re meet & confers.	.20
06/24/20	C. Carty	B190	Meet and confer with Quinn Emanuel re deposition subpoena(0.5); prepare for same (0.5).	1.00
06/24/20	G. Fromer	B190	Prepare for meet and confer call regarding Rule 2004 Investigation	.20
06/24/20	G. Fromer	B190	Meet and confer call regarding Rule 2004 Investigation	.40
06/24/20	L. Schepp	B190	Update chronology.	.80
06/25/20	K. Kolb	B190	Draft email regarding expert call and analysis	.40
06/25/20	K. Kolb	B190	Analyze questions from expert team	.10
06/25/20	L. Schepp	B190	Update chronology.	2.60



Re: **Sears Bankruptcy**

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06/29/20	C. Carty	B190	Attention to issues related to depositions.	.50
06/29/20	G. Fromer	B190	Review research substantiating decision to hire expert	.40
06/29/20	G. Fromer	B190	Discuss preparing for follow up meet and confer call with deponent's counsel	.20
06/29/20	G. Fromer	B190	Prepare for follow up meet and confer call with deponent's counsel	.20
06/29/20	K. Kolb	B190	Call to counsel for opposing counsel regarding investigation	.20
06/29/20	K. Kolb	B190	Draft summary of investigation status	.50
06/29/20	K. Kolb	B190	Call with experts regarding diligence questions	.30
06/29/20	K. Kolb	B190	Revise chronology for deposition preparation	.30
06/29/20	L. Schepp	B190	Compile and annotate documents cited in deposition outlines in preparation for attorney review.	3.60
06/30/20	G. Fromer	B190	Review email update on status of case and future case strategy	.10
06/30/20	G. Fromer	B190	Call with expert and financial advisor	.80
06/30/20	G. Fromer	B190	Revise deposition outlines	.30
06/30/20	G. Fromer	B190	Review draft of case status update to UCC	.10
06/30/20	G. Fromer	B190	Review draft of agreement	.20



Re: **Sears Bankruptcy**

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06/30/20	K. Kolb	B190	Draft status update and related call follow-ups regarding investigation	.50
06/30/20	K. Kolb	B190	Analyze documents from experts in advance of call	1.60
06/30/20	K. Kolb	B190	Call with experts regarding background facts of debt holdings	1.00
06/30/20	L. Schepp	B190	Annotate selected documents for attorney review for deposition preparation.	4.60
Total				\$52,027.50

LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Carty	14.00	785.00	10,990.00
S. Smith	2.40	765.00	1,836.00
K. Kolb	18.60	610.00	11,346.00
G. Fromer	27.50	420.00	11,550.00
L. Poretsky	2.20	390.00	858.00
A. DeLeon	.50	380.00	190.00
L. Schepp	33.00	335.00	11,055.00
S. O'Donnell	4.10	1025.00	4,202.50

DISBURSEMENTS

Expert Witness Fees	10,312.50
Document Processing	237.50



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Duplicating Supplies	31.68
Duplication	108.00
E-Discovery Data Hosting	100.00
Total disbursements	<hr/> \$10,789.68



Re: **Sears Bankruptcy**

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TASK BILLING SUMMARY

	<u>Hours</u>	<u>Amount</u>
<u>Case Administration - B110</u>		
	.50	\$190.00
Subtotals	.50	\$190.00
 <u>Fee/Employment Applications - B160</u>		
	8.20	\$5,562.00
Subtotals	8.20	\$5,562.00
 <u>Contested Matters (exclu. assumption/rejection) - B190</u>		
	93.60	\$46,275.50
Subtotals	93.60	\$46,275.50



FEDERAL ID:

Official Committee of Unsecured Creditors of Sears Holdings
Attn: Ron Tucker
225 W. Washington Street
Indianapolis, IN 46204

July 16, 2020
Bill Number: 356648
File Number: 19609-0002

Re: Jointly Asserted Causes of Action

Fees for legal services rendered through June 30, 2020	\$153,986.50
Expenses posted through June 30, 2020	850.74
TOTAL	\$154,837.24

**Kindly return this page with your
check payment to:**
Herrick, Feinstein LLP
2 Park Avenue
New York, NY 10016

Send wire payments to:
Citibank, N.A.
ABA Number:
Account Number:
SWIFT #:

PLEASE REMIT PAYMENT WITHIN 30 DAYS



Re: **Jointly Asserted Causes of Action**

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File Number: 19609-0002
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LEGAL SERVICES

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Time</u>
06/01/20	C. Anderson		Confer with C. Carty re: research on causes of action	.20
06/01/20	C. Carty		Call with K. Kolb and H. Zimmer re third party discovery search terms (0.1); review and analyze third party discovery search terms (0.3).	.40
06/01/20	C. Carty		Call with C. Anderson re research assignment.	.20
06/01/20	C. Carty		Prepare for initial pretrial conference.	1.50
06/01/20	C. Carty		Correspondence with recipient of third party discovery.	.20
06/01/20	E. Plowman		Review Amended 26(f) report.	1.10
06/01/20	E. Plowman		Review and analyze documents in adversary proceeding	4.10
06/01/20	G. Fromer		Review amended complaint and revise facts section of memo on claims	2.50
06/01/20	G. Fromer		Conduct legal research on choice of law and draft choice of law analysis for claims memo	4.00
06/01/20	H. Zimmer		Review emails between Herrick and Blackstone concerning subpoena	.10
06/01/20	H. Zimmer		Review email from WLRK concerning subpoena	.10



Re: **Jointly Asserted Causes of Action**

Bill Number: 356648
File Number: 19609-0002
Page 3

06/01/20	H. Zimmer	Confer with UBS concerning subpoena	.10
06/01/20	K. Kolb	Email and summary of parameters to Blackstone's counsel	.30
06/01/20	K. Kolb	Analyze RPT minutes and related emails regarding derivative litigation	.30
06/01/20	K. Kolb	Analyze and revise summaries of key documents produced relating to Seritage transaction	3.10
06/01/20	S. O'Donnell	Prep for conference.	.50
06/02/20	C. Anderson	Review and analyze case law, prior research and memorandums on aiding and abetting causes of action	2.00
06/02/20	C. Carty	Update status of third party discovery.	.20
06/02/20	C. Carty	Prepare for initial pretrial conference.	1.10
06/02/20	D. Field	Review documents produced in adversary proceeding	.60
06/02/20	E. Plowman	Review and analyze documents in adversary proceedings.	6.40
06/02/20	G. Fromer	Conduct legal research on choice of law and draft choice of law analysis for claims memo	1.70
06/02/20	H. Zimmer	Confer with Dan Field on document review and summaries reflecting same	.20
06/02/20	H. Zimmer	Revise discovery chart and send to Akin Gump	.20



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06/02/20	H. Zimmer	Confer with Chris Carty concerning preparation for initial conference and prepare documents for same and confer with exela	.80
06/02/20	H. Zimmer	Confer with Wilmer Hale, counsel for Blackstone, and counsel for Deloitte on subpoenas	.40
06/02/20	J. D'Angelo	Review correspondence to Court and defense counsel.	.20
06/03/20	C. Anderson	Review prior filings and memorandum on aiding and abetting causes of action	.30
06/03/20	C. Anderson	Research causes of action under Illinois law	.50
06/03/20	C. Anderson	Research and analyze causes of action under New York law	1.20
06/03/20	C. Carty	Call with counsel to Cyrus re discovery status.	.20
06/03/20	C. Carty	Review and analyze documents related to prepetition transfer adversary proceeding.	1.30
06/03/20	D. Field	Review documents produced in adversary proceeding	.70
06/03/20	H. Zimmer	Confer with Chris Carty and Sean O'Donnell concerning June 9 conference with the Court	.30
06/03/20	H. Zimmer	Confer with Kyle Kolb and Chris Carty concerning discovery and revise chart reflecting same and send to Akin Gump	.20



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06/03/20	K. Kolb	Emails regarding discovery negotiations	.20
06/03/20	S. O'Donnell	Prep for pretrial conference conference.	.50
06/04/20	C. Anderson	Confer with K. Kolb on sears memo and ongoing research	.10
06/04/20	C. Anderson	Conference call with K. Kolb, G. Fromer and H. Zimmer on open research items for memo	.20
06/04/20	C. Anderson	Research and analyze aiding and abetting causes of action under Illinois law	1.30
06/04/20	C. Carty	Review and analyze Akin letter to court re discovery schedule (0.2); prepare for initial pretrial conference (0.5).	.70
06/04/20	C. Carty	Review and analyze documents produced in the prepetition transfer adversary proceeding.	.80
06/04/20	G. Fromer	Discuss research for choice of law analysis in claims memo	.10
06/04/20	G. Fromer	Discuss choice of law analysis for claims memo	.40
06/04/20	G. Fromer	Discuss further research for choice of law analysis in potential claims memo	.10
06/04/20	G. Fromer	Draft choice of law analysis for claims memo	.30
06/04/20	H. Zimmer	Review Akin Letter concerning proposed schedule and confer with Chris Carty on same	.20



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06/04/20	H. Zimmer	Confer with KK and Gabrielle Fromer on analysis for potential claims and review emails from Gabrielle Fromer on same	.40
06/04/20	H. Zimmer	Confer with Kyle Kolb and Laini John concerning court appearance on June 9	.10
06/04/20	H. Zimmer	Review draft of memo on analysis of claims and confer with Kyle Kolb and Conor Anderson on same	.70
06/04/20	H. Zimmer	Confer with Elizabeth Plowman on summaries of document review	.10
06/04/20	J. D'Angelo	Review correspondence with Court re: conference and scheduling.	.20
06/04/20	K. Kolb	Analyze letter to court on behalf of plaintiffs	.20
06/04/20	K. Kolb	Analyze prior researching regarding claims and discuss with team	1.40
06/05/20	C. Anderson	Revise research re: Illinois causes of action and elements relating to aiding and abetting	.80
06/05/20	G. Fromer	Draft choice of law analysis for claims memo	3.30
06/05/20	H. Zimmer	Revise memorandum on RLF production	3.50
06/05/20	J. D'Angelo	Review correspondence with court clerk re: briefing and conference.	.20
06/05/20	S. O'Donnell	Prep for pretrial conference..	1.00



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06/06/20	C. Carty	Call with S. O'Donnell re Sears hearing prep.	.40
06/06/20	H. Zimmer	Review documents produced by RLF and revise memorandum on RLF production	2.00
06/06/20	S. O'Donnell	Prep for pretrial conference; confer w/ CC re same.	1.50
06/07/20	H. Zimmer	Review documents produced by RLF and revise memorandum on RLF production	3.20
06/07/20	S. O'Donnell	Pretrial conference prep.	1.00
06/08/20	C. Anderson	Research under Delaware law causes of action and elements for aiding and abetting, fraud and fiduciary duty for legal memorandum	2.00
06/08/20	C. Carty	Prepare for initial pretrial conference (0.9); call with Milbank regarding status of Cyrus discovery (0.2); correspondence with Milbank summarizing call (0.2).	1.30
06/08/20	E. Plowman	Review and analyze documents in adversary proceeding	8.20
06/08/20	G. Fromer	Conduct legal research on choice of law and draft choice of law analysis for claims memo	3.90
06/08/20	H. Zimmer	Review revisions to memorandum on RLF production, review documents produced by RLF and revise memorandum	1.10



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06/08/20	H. Zimmer	Review documents produced by RLF and revise memorandum on same	2.50
06/08/20	H. Zimmer	Confer with Dean Chapman concerning discovery status for June 9 conference and confer with Chris Carty and Kyle Kolb concerning June 9 conference	1.30
06/08/20	H. Zimmer	Confer with Chris Carty concerning June 9 conference	.10
06/08/20	H. Zimmer	Confer with Chris Carty and UBS concerning subpoena	.20
06/08/20	K. Kolb	Analyze research summary regarding claims	.20
06/08/20	K. Kolb	Revise memo summarizing documents produced by third party subpoena recipient	1.40
06/08/20	S. O'Donnell	Prep for pretrial conference conference.	1.00
06/09/20	C. Anderson	Analyze and summarize DE causes of action for use in legal memorandum	2.00
06/09/20	C. Carty	Participate in initial pretrial conference (2.4); prepare for same (0.5).	2.90
06/09/20	D. Field	Review documents produced in adversary proceeding	2.40
06/09/20	E. Plowman	Review and analyze documents in adversary proceeding	8.70



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06/09/20	H. Zimmer	Prepare for conference before Judge Drain and attend conference telephonically before Judge Drain	2.90
06/09/20	H. Zimmer	Revise memorandum on documents produced by RLF, confer with KK and LS concerning same and send to Chris Carty	2.30
06/09/20	H. Zimmer	Revise task list and confer with CC concerning third party discovery	.30
06/09/20	H. Zimmer	Review notes from chris carty concerning conference and draft summary of same	.40
06/09/20	H. Zimmer	Review email from Dean Chapman concerning conference	.20
06/09/20	H. Zimmer	Review hit reports from Cyrus	.20
06/09/20	H. Zimmer	Review email from Dean Chapman concerning proposed schedule and oral argument breakdown	.20
06/09/20	H. Zimmer	Review documents marked hot	.50
06/09/20	K. Kolb	Revise document production summary memo	.10
06/09/20	K. Kolb	Analyze Cyrus hit report	.20
06/09/20	K. Kolb	Revise summaries of key documents regarding Seritage transaction	.40
06/09/20	K. Kolb	Analyze key documents identified during first level document review	.30
06/09/20	K. Kolb	Revise summaries of key documents regarding related party financings	1.70



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06/09/20	L. Schepp	Review RLF production documents to identify possible issues impacting attorney review of documents.	1.80
06/09/20	S. O'Donnell	Coordinate prep for pretrial conference; confer w/ cc re same; f/up re same; confer re Wachtell implications.	1.50
06/10/20	D. Field	Review documents produced in adversary proceeding	.20
06/10/20	H. Zimmer	Email with Chris Carty and Kyle Kolb concerning discovery, email Cyrus counsel (Milbank) concerning meet and confer over document production	.60
06/10/20	H. Zimmer	Review documents produced in adversary proceeding and 2004 investigation and confer with Chris Carty on same	5.80
06/10/20	H. Zimmer	Email Wachtell concerning document production	.10
06/10/20	H. Zimmer	Confer with Wilmer Hale concerning UBS subpoena	.10
06/10/20	H. Zimmer	Confer with Herrick team concerning June 9 conference before Judge Drain and Akin's proposed schedule	.30
06/10/20	H. Zimmer	Review email from Akin Gump concerning proposed schedule	.20



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06/10/20	J. D'Angelo	Review summary of preliminary conference regarding scheduling, discovery, oral argument, etc.; review filings.	.60
06/10/20	K. Kolb	Analyze proposed case schedule	.20
06/10/20	L. Schepp	Update numerous deposition kits prior to attorney reviews	4.80
06/10/20	S. O'Donnell	Confer re discovery language; review and comment on same.	.30
06/11/20	C. Anderson	Research and analyze available damages for causes of action (aiding and abetting & malpractice) in NY	1.20
06/11/20	C. Carty	Call with K. Kolb and H. Zimmer re adversary proceeding discovery status (0.5); call with counsel to Cyrus regarding document requests (0.3); follow up re Cyrus discovery meet and confer (0.3).	1.10
06/11/20	C. Carty	Analyze issues related to discovery in connection with adversary proceeding.	.90
06/11/20	C. Carty	Review and analyze memorandum regarding RLF document production.	1.10
06/11/20	D. Field	Review documents produced in adversary proceeding	1.70
06/11/20	H. Zimmer	Confer with Chris Carty on Cyrus search parameters	.10



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06/11/20	H. Zimmer	Confer with Chris Carty and Kyle Kolb concerning discovery on Cyrus and third parties	.70
06/11/20	H. Zimmer	Review documents produced in adversary proceeding and 2004 investigation and prepare list of transactions for UBS and Cyrus list	4.90
06/11/20	H. Zimmer	Review email from Wachtell concerning subpoena and confer with Herrick concerning same	.20
06/11/20	H. Zimmer	Confer with Linda Schepp and Kyle Kolb concerning RLF hot documents and revise memorandum	.40
06/11/20	H. Zimmer	Confer with Dan Field on document review	.20
06/11/20	H. Zimmer	Meet and confer with counsel for Cyrus concerning document production and requests	.20
06/11/20	K. Kolb	Attend call with counsel for Cyrus and attend to follow-up	.50
06/11/20	K. Kolb	Discovery third party discovery status and strategy with H. Zimmer and C. Carty	.50
06/11/20	K. Kolb	Revise correspondence to subpoena recipient	.10
06/11/20	K. Kolb	Revise descriptions of key documents regarding pre-petition financings	.30
06/11/20	L. Schepp	Update document production tracker for attorney review	1.80



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06/11/20	L. Schepp	Working with vendor and H. Zimmer regarding export of RLF hot documents for attorney review	1.50
06/11/20	S. O'Donnell	Case admin.	.20
06/12/20	C. Carty	Correspondence with Defendants' counsel re status of third party subpoena (0.1); call with Defendants' counsel re same (0.1).	.20
06/12/20	G. Fromer	Draft choice of law analysis for potential claims memo	.10
06/12/20	H. Zimmer	Prep for call with Wilmer Hale concerning UBS subpoena and attend same	.40
06/12/20	H. Zimmer	Draft summary of transactions in which UBS was involved with Sears and send same to Chris Carty	2.50
06/12/20	H. Zimmer	Conduct research on claims and draft memorandum on same	.80
06/12/20	H. Zimmer	Email Deloitte concerning document production and review email from Deloitte concerning same	.20
06/12/20	H. Zimmer	Confer with Chris Carty and Kyle Kolb concerning subpoena to Robbins Arroyo and Girard Sharp	.20
06/12/20	J. D'Angelo	Catch up on team emails, etc.	.30
06/12/20	L. Schepp	Compile and organize RLF hot documents for attorney review.	4.80



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06/13/20	H. Zimmer	Conduct research on claims and draft memorandum on same and review documents produced in adversary proceeding	3.50
06/14/20	H. Zimmer	Conduct research on claims, revise research from Gabrielle Fromer and re-draft section on statute of limitation and choice of law, and revise memorandum on same	5.80
06/15/20	C. Carty	Review and analyze Cyrus reply brief in connection with motion to dismiss.	1.20
06/15/20	E. Plowman	Began reviewing replies in support of defendants' motions to dismiss.	.30
06/15/20	H. Zimmer	Conduct research on claims and revise memoranda and arguments from Gabrielle Fromer	5.10
06/15/20	H. Zimmer	Review documents produced in adversary proceeding concerning Cyrus	1.20
06/15/20	H. Zimmer	Review emails exchanged between Herrick, Wilmer Hale, and Wachtell in connection with document production by Wachtell and respond to same	.20
06/15/20	H. Zimmer	Confer with LS and KK concerning MTD replies	.20
06/15/20	H. Zimmer	Confer with counsel for UBS concerning subpoena	.20



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06/15/20	J. D'Angelo	High level review of reply briefs and supporting papers (other than Cyrus Defendants' reply); review emails re: same.	2.30
06/15/20	K. Kolb	Discuss research items and progress with H. Zimmer	.20
06/15/20	K. Kolb	Analyze motion to dismiss reply briefs	3.10
06/15/20	L. Schepp	Compile Reply Memorandums of Law and supporting documents for attorney review.	3.70
06/15/20	L. Schepp	Work on assembly of RLF hot documents for attorney review.	2.20
06/16/20	C. Anderson	Research available damages for aiding and abetting causes of action in Delaware and Illinois	1.10
06/16/20	C. Carty	Meet and confer call with in-house counsel for UBS in connection with third party subpoena (0.2); meet and confer call with Wachtell in connection with third party subpoena and prepare for same (1.0); review correspondence re same (0.3).	1.50
06/16/20	D. Field	Review documents produced in adversary proceeding	1.20
06/16/20	G. Fromer	Discuss revisions to claims analysis memo	.50
06/16/20	G. Fromer	Draft and revise choice of law analysis for claims	.80



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06/16/20	H. Zimmer	Confer with KK and CC on email to Cyrus concerning document production and Girard/Robbins	.20
06/16/20	H. Zimmer	Email counsel for Cyrus concerning document production in response to doc requests	.10
06/16/20	H. Zimmer	Conference call with Wachtell and Wilmer Hale on discovery production	.80
06/16/20	H. Zimmer	Call with Gabrielle Fromer on memorandum concerning claims	.50
06/16/20	H. Zimmer	Draft email to Wachtell concerning discovery production, finalize notes on meet and confer process, and confer with KK and CC on same	.70
06/16/20	H. Zimmer	Call with UBS concerning subpoena, draft notes, and confer Chris Carty on same	.50
06/16/20	J. D'Angelo	Review and analyze Cyrus and ESL reply briefs in further support of their motions to dismiss; e-mail re: discovery scheduling.	1.70
06/16/20	K. Kolb	Meet and confer with counsel for third party and related follow-up items	1.30
06/16/20	K. Kolb	Analyze proposed revisions to case schedule	.10
06/16/20	K. Kolb	Revise email to Cyrus regarding document review	.20
06/16/20	K. Kolb	Analyze replies to motions to dismiss	.80



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06/16/20	K. Kolb	Emails regarding second level review and related issues	.40
06/16/20	L. Schepp	Continued assembly of RLF documents for attorney review.	1.90
06/16/20	L. Schepp	Compile additional Reply Motion to Dismiss filings for attorney review.	.30
06/16/20	L. Schepp	Compile RLF documents for attorney review.	.40
06/16/20	S. O'Donnell	Prep and conduct meet and confer call w/ Wachtell; f/up re same; confer re case scheduling.	1.50
06/17/20	C. Anderson	Research and summarize recoverable damages in New York for causes of action	.50
06/17/20	C. Anderson	Research and summarize available damages in Illinois.	.60
06/17/20	C. Anderson	Research and summarize recoverable damages in Delaware	.90
06/17/20	C. Carty	Call with D. Chapman re meet and confer with Wachtell re third party discovery (0.3).	.30
06/17/20	C. Carty	Correspondence related to discovery in connection with prepetition adversary proceeding.	.80
06/17/20	E. Plowman	Review replies in further support of defendants' motions to dismiss	1.90
06/17/20	G. Fromer	Draft and revise choice of law analysis for potential claims	1.50



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06/17/20	H. Zimmer	Conmduct research on cost shifting and email KK on same	.60
06/17/20	H. Zimmer	Revise task list and confer with KK on review of documents produced in adversary proceeding	.40
06/17/20	H. Zimmer	Review email from Cyrus concerning document production and confer with KK and CC concerning same	.10
06/17/20	H. Zimmer	Confer with CC and KK on Wachtell production	.10
06/17/20	H. Zimmer	Review case schedule revisions from Akin Gump	.10
06/17/20	J. D'Angelo	Follow up/finish reviewing MTD reply briefs and task list.	1.30
06/17/20	K. Kolb	Revise task list	.20
06/17/20	K. Kolb	Analyze revisions to case schedule proposal	.10
06/17/20	K. Kolb	Analyze reply briefs on motions to dismiss	.50
06/17/20	K. Kolb	Analyze email from counsel for Cyrus	.10
06/17/20	L. Schepp	Assemble additional RLF hot documents for attorney review.	3.40
06/17/20	S. O'Donnell	Attend to Discovery.	.50
06/18/20	C. Carty	Review and analyze motion to dismiss reply briefing.	2.10
06/18/20	D. Field	Review documents produced in adversary proceeding	2.60



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06/18/20	K. Kolb	Analyze reply briefs on motion to dismiss	.70
06/19/20	C. Carty	Review and analyze draft initial disclosures.	.50
06/19/20	H. Zimmer	Conduct research on burden for non-party to produce in connection with Girard and Robins subpoena and draft write-up on same	2.40
06/19/20	H. Zimmer	Review email from Akin Gump, Jeff Latov, with initial disclosures	.20
06/19/20	K. Kolb	Review reply briefs on motions to dismiss	1.00
06/19/20	L. Schepp	Compile and assemble RLF documents cited in memorandum in preparation for attorney review.	3.10
06/20/20	H. Zimmer	Research potential claims against third parties and revise draft of memorandum on same and finalize research on burden in response to objection from Girard/Robbins	1.10
06/20/20	K. Kolb	Analyze reply briefs on motion to dismiss	.60
06/21/20	H. Zimmer	Review documents produced in adversary proceeding and Rule 2004 investigation and compile search terms for UBS search parameters	.70
06/22/20	C. Carty	Analyze issues related to discovery in connection with prepetition transfer adversary proceeding.	1.20



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06/22/20	D. Field	Continue review of documents produced in adversary proceeding	1.80
06/22/20	G. Fromer	Draft and revise choice of law analysis for claims, research equitable tolling doctrine under New York, Delaware, and Illinois law	3.50
06/22/20	H. Zimmer	Confer with LS on binders for RLF	.10
06/22/20	H. Zimmer	Review hits reports from WLRK	.30
06/22/20	H. Zimmer	Confer with DF on review of documents produced in adversary proceeding	.10
06/22/20	H. Zimmer	Review hit reports from WLRK and Committee's parameters in connection with subpoena and confer with KK on same	.20
06/22/20	H. Zimmer	Draft email concerning subpoena onaronstam, confer with CC on UBS subpoena, and and confer with KK and CC on Cyrus production	.40
06/22/20	J. D'Angelo	Review recent filings including letter to Court re: Cyrus Defendants' motion to dismiss and related link.	1.00
06/22/20	K. Kolb	Email to counsel for Wachtell regarding subpoena response	.10
06/22/20	K. Kolb	Analyze hit report from subpoena recipient	.40



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06/22/20	K. Kolb	Revise summaries of key documents regarding pre-petition financings	.90
06/22/20	L. Schepp	Update memo and files related to RLF subpoena documents for attorney review.	2.90
06/23/20	D. Field	Review documents produced in adversary proceeding	3.00
06/23/20	G. Fromer	Discuss memo on potential claims	.10
06/23/20	G. Fromer	Revise memo on potential claims	1.60
06/23/20	H. Zimmer	Confer with KK on summaries of work product of documents marked hot in initial review of documents produced in adversary proceeding, research on potential claims, and initial disclosures	.40
06/23/20	H. Zimmer	Confer with GF on research on claims	.10
06/23/20	H. Zimmer	Email Akin Gump concerning search parameters for third-party discovery	.20
06/23/20	H. Zimmer	Review email from Blackstone concerning production in response to subpoena	.10
06/23/20	H. Zimmer	Review revised hit reports from WLRK concerning production of external communications	.20
06/23/20	H. Zimmer	Revise initial disclosures and confer with KK and CC on same	.90



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06/23/20	H. Zimmer	Review email from WLRK concerning hit reports in response production	.10
06/23/20	H. Zimmer	Confer with CC and KK concerning Cyrus production in response to doc requests	.10
06/23/20	K. Kolb	Call with counsel at Wachtell	.10
06/23/20	K. Kolb	Discuss pending discovery items with H. Zimmer	.30
06/23/20	K. Kolb	Analyze search term results from opposing counsel	.70
06/23/20	L. Schepp	Compile Motion to Dismiss briefs for attorney review.	.90
06/23/20	L. Schepp	Revise file names and pdfs for RLF hot document review.	2.80
06/24/20	D. Field	Complete review of documents produced in adversary proceeding	.60
06/24/20	G. Fromer	Revise choice of law analysis memo on potential claims	4.20
06/24/20	G. Fromer	Discuss revisions to memo on claims	.20
06/24/20	G. Fromer	Discuss summaries of documents of interest	.10
06/24/20	G. Fromer	Review summaries of documents of interest	.20
06/24/20	H. Zimmer	Revise initial disclosures	.50
06/24/20	H. Zimmer	Revise work product in connection with review of documents produced in adversary proceeding	.60



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06/24/20	H. Zimmer	Review work product in connection with review of documents produced in adversary proceeding, confer with KK on same and revise task list	1.00
06/24/20	H. Zimmer	Revise memorandum on claims and send same to KK	.20
06/24/20	H. Zimmer	Revise and send task list	.20
06/24/20	H. Zimmer	Conduct research in support of claims against third parties	3.10
06/24/20	K. Kolb	Email to Wachtell regarding parameters	.10
06/24/20	K. Kolb	Revise initial disclosures	.60
06/24/20	K. Kolb	Review research.	.40
06/24/20	K. Kolb	Revise key document summaries	.40
06/24/20	K. Kolb	Revise memorandum regarding claims analysis	.70
06/24/20	L. Schepp	Revise RLF documents cited in memorandum in preparation for attorney review.	1.60
06/25/20	C. Carty	Review and comment on draft initial disclosures in connection with prepetition transfer adversary proceeding.	1.20
06/25/20	G. Fromer	Respond to counsel's question about statute of limitations	.20
06/25/20	G. Fromer	Discuss revisions to memo on claims	.10



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06/25/20	G. Fromer	Review Plaintiffs' Brief in Opposition to Defendants' Motion to Dismiss Breach of Fiduciary Duty and Aiding and Abetting Breach of Fiduciary Duty Claims for statute of limitations analysis	.90
06/25/20	H. Zimmer	Confer with Akin on initial disclosures	.10
06/25/20	H. Zimmer	Revise memorandum on claims of third parties	1.60
06/25/20	H. Zimmer	Confer internally with KK and CC on UBS parameters, initial disclosures, and Blackstone discovery	.50
06/25/20	H. Zimmer	Revise notes from call with Blackstone and send to KK	.20
06/25/20	H. Zimmer	Confer with LS and KK on discovery for third parties	.40
06/25/20	H. Zimmer	Revise initial disclosures and confer with LS on RLF production memo	1.00
06/25/20	H. Zimmer	Confer with KK on documents produced in adversary proceeding and ongoing discovery	.30
06/25/20	H. Zimmer	Draft UBS search parameters in connection with response to subpoena	1.00
06/25/20	H. Zimmer	Review documents produced in adversary proceeding and work product on same	.20



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06/25/20	K. Kolb	Call with G. Fromer regarding research	.20
06/25/20	K. Kolb	Analyze case law and research summary memo regarding choice of law issues	3.20
06/25/20	L. Schepp	Update coding for various hot documents based on attorney review notes.	3.10
06/25/20	S. O'Donnell	Review Cyrus reply memo.	1.00
06/26/20	C. Carty	Review and comment on search terms.	.40
06/26/20	D. Field	Additional review of documents produced in adversary proceeding	.80
06/26/20	H. Zimmer	Confer with KK on summaries of review of WLRK documents produced	.10
06/26/20	H. Zimmer	Confer with KK on Blackstone response to subpoena and protective order	.20
06/26/20	H. Zimmer	Revise UBS parameters and e-mail Wilmer Hale a copy of same	.60
06/26/20	H. Zimmer	Confer with LS on RLF production and review updated memorandum and e-binders	.80
06/26/20	K. Kolb	Email and further analysis of proposal from Blackstone	.50
06/26/20	K. Kolb	Revise descriptions of hot documents	2.00



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06/26/20	L. Schepp	Revise coding on reviewed hot documents and export documents as requested.	2.30
06/27/20	K. Kolb	Analyze and revise summaries of key documents regarding Seritage transaction	1.70
06/28/20	K. Kolb	Analyze key documents regarding Seritage transaction	1.20
06/29/20	C. Carty	Attention to issues related to third party discovery in connection with prepetition transfer adversary proceeding.	.80
06/29/20	D. Field	Review documents produced in adversary proceeding tagged as hot	.30
06/29/20	H. Zimmer	Confer with KK and CC, revise task list on ongoing discovery and projects	.50
06/29/20	H. Zimmer	Confer and review WLRK emails and update working doc for review	1.00
06/29/20	H. Zimmer	Confer with KK on discovery	.20
06/29/20	H. Zimmer	Revise document for outlining review of documents for adversary proceeding, list of key players, and terms, and review document from Gabrielle Fromer concerning working group list, and review emails from KK and CC concerning discovery	5.90
06/29/20	K. Kolb	Call with H. Zimmer regarding document review workstream	.20



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06/29/20	K. Kolb	Summarize issue relating to objection from counsel for Blackstone regarding subpoena	.30
06/29/20	K. Kolb	Revise summaries of key documents related to Seritage transaction	1.70
06/29/20	L. Schepp	Compile hot documents for attorney secondary review.	.60
06/30/20	H. Zimmer	Review e-binders compiled by Linda Schepp of production from RLF and confer with Linda Schepp on same, and revise memorandum on RLF production	.90
06/30/20	H. Zimmer	Confer with KK on discovery, analyze wachtell hit reports to narrow scope of subpoena, and review documents produced in adversary proceeding	1.00
06/30/20	H. Zimmer	Revise Blackstone email	.40
06/30/20	K. Kolb	Analyze letter to court regarding discovery dispute	.30
06/30/20	K. Kolb	Draft email to opposing counsel regarding confidentiality issue	.20
06/30/20	K. Kolb	Analyze search term reports from opposing counsel on subpoena	.40
06/30/20	K. Kolb	Revise summaries of key documents regarding Seritage transaction	.80
06/30/20	L. Schepp	Discussion with H. Zimmer and revise RLF documents for attorney review.	.70



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Total \$153,986.50

LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
J. D'Angelo	7.80	845.00	6,591.00
C. Carty	24.50	785.00	19,232.50
K. Kolb	38.10	610.00	23,241.00
H. Zimmer	93.10	435.00	40,498.50
D. Field	15.90	435.00	6,916.50
G. Fromer	30.30	420.00	12,726.00
E. Plowman	30.70	420.00	12,894.00
C. Anderson	14.90	415.00	6,183.50
L. Schepp	44.60	335.00	14,941.00
S. O'Donnell	10.50	1025.00	10,762.50

DISBURSEMENTS

Telecommunication Costs	210.00
Document Processing	87.50
Duplicating Supplies	8.16
Velobind/binding	20.00
Duplication	525.08

Total disbursements \$850.74



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TASK BILLING SUMMARY

	<u>Hours</u>	<u>Amount</u>
-		
	310.40	\$153,986.50
Subtotals	310.40	\$153,986.50

Exhibit D

Disbursement Summary

E-Discovery Data Hosting	\$100.00
Document Processing	\$325.00
Duplication Supplies	\$39.84
Duplication	\$633.08
Velobind/binding	\$20.00
Telecommunication Costs	\$210.00
Professional Fees – Consultant Fees	\$10,312.50
Total	\$11,640.42

Exhibit E

Itemized Disbursement

Matter 1 Costs for June

InvoiceNumber	CostCode	Worked Amount	Billed Amount	Description	Description
356647	020	31.68	31.68		Duplicating Supplies
356647	026	10312.50	10312.50		Expert Witness Fees
356647	089	108.00	108.00		Printing - Blowback
356647	105	237.50	237.50		Document Processing
356647	115	100.00	100.00		E-Discovery Data Hosting Minimum Charge
Subtotal 356647		10789.68	10789.68		
TOTAL		10789.68	10789.68		

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
04/02/2020	9999	Pitney Bowes	020	180.00	0.12	21.60	Duplicating Supplies	9090743
07/16/2020		Invoice=356647		180.00	0.12	21.60		
04/02/2020	9999	Pitney Bowes	020	3.00	3.36	10.08	Duplicating Supplies	9090744
07/16/2020		Invoice=356647		3.00	3.36	10.08		
		BILLED TOTALS: WORK:				31.68	2 records	
		BILLED TOTALS: BILL:				31.68		
		GRAND TOTAL: WORK:				31.68	2 records	
		GRAND TOTAL: BILL:				31.68		

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
07/01/2020	1309	Christopher Carly	026	1.00	10,312.50	10,312.50	Expert Witness	9092498
07/16/2020		Invoice=356647		1.00	10,312.50	10,312.50		
		Voucher=258984 Unpaid					Vendor=Capital Market Risk Advisors Balance= 10312.50 Amount= 10312.50	
		BILLED TOTALS: WORK:				10,312.50	1 records	
		BILLED TOTALS: BILL:				10,312.50		
		GRAND TOTAL: WORK:				10,312.50	1 records	
		GRAND TOTAL: BILL:				10,312.50		

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
04/02/2020	9999	Pitney Bowes	089	600.00	0.18	108.00	Printing - Blowback	9090742
07/16/2020		Invoice=356647		600.00	0.18	108.00		
		BILLED TOTALS: WORK:				108.00	1 records	
		BILLED TOTALS: BILL:				108.00		
		GRAND TOTAL: WORK:				108.00	1 records	
		GRAND TOTAL: BILL:				108.00		

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
06/17/2020	0020	Williams Lea	105	1.00	75.00	75.00	Williams Lea - WP Job # - 106985 - Requested By	9090334
07/16/2020		Invoice=356647		1.00	75.00	75.00	- Kolb, Kyle Description - WORD PROCESSING-Clea n & Format Document #13319547v1 Amount of Hours: 1.5C/M Inputted: 19609-0001	
		Voucher=258892 Paid					Vendor=Williams Lea Inc. Balance= .00 Amount= 9487.50 Check #48998 07/16/2020	
06/17/2020	0020	Williams Lea	105	1.00	87.50	87.50	Williams Lea - WP Job # - 106987 - Requested By	9090335
07/16/2020		Invoice=356647		1.00	87.50	87.50	- Kolb, Kyle Description - WORD PROCESSING-Clea n & Format Document #13319563v1 Amount of Hours: 1.75C/M Inputted: 19609-0001	
		Voucher=258892 Paid					Vendor=Williams Lea Inc. Balance= .00 Amount= 9487.50 Check #48998 07/16/2020	
06/17/2020	0020	Williams Lea	105	1.00	75.00	75.00	Williams Lea - WP Job # - 106988 - Requested By	9090336
07/16/2020		Invoice=356647		1.00	75.00	75.00	- Kolb, Kyle Description - WORD PROCESSING-Clea n & Format Document #13319446v1 Amount of Hours: 1.5C/M Inputted: 19609-0001	
		Voucher=258892 Paid					Vendor=Williams Lea Inc. Balance= .00 Amount= 9487.50 Check #48998 07/16/2020	
		BILLED TOTALS: WORK:				237.50	3 records	
		BILLED TOTALS: BILL:				237.50		
		GRAND TOTAL: WORK:				237.50	3 records	
		GRAND TOTAL: BILL:				237.50		

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
06/30/2020	0000	Feinstein - Firm Henick	115	1.00	100.00	100.00	E-Discovery Data Hosting Minimum Charge	9090413
07/16/2020		Invoice=356647		1.00	100.00	100.00	ID: 2550283 Case Description: Simon Property Group - Sears Bankruptcy Database Creation Date: 3/27/19	
		BILLED TOTALS: WORK:				100.00	1 records	
		BILLED TOTALS: BILL:				100.00		
		GRAND TOTAL: WORK:				100.00	1 records	
		GRAND TOTAL: BILL:				100.00		

Matter 2

InvoiceNumber	CostCode	Worked Amount	Billed Amount	Description	Description
356648	020	8.16	8.16		Duplicating Supplies
356648	036	3.08	3.08		Color Duplicating
356648	037	210.00	210.00		Teleconferencing
356648	038	20.00	20.00		VeloBind/binding
356648	089	522.00	522.00		Printing - Blowback
356648	105	87.50	87.50		Document Processing
Subtotal 356648		850.74	850.74		
TOTAL		850.74	850.74		

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
06/05/2020	9999	Pitney Bowes	020	34.00	0.12	4.08	Duplicating Supplies	9092083
07/16/2020		Invoice=356648		34.00	0.12	4.08		
06/05/2020	9999	Pitney Bowes	020	34.00	0.12	4.08	Duplicating Supplies	9092084
07/16/2020		Invoice=356648		34.00	0.12	4.08		
		BILLED TOTALS: WORK:				8.16	2 records	
		BILLED TOTALS: BILL:				8.16		
		GRAND TOTAL: WORK:				8.16	2 records	
		GRAND TOTAL: BILL:				8.16		

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
06/02/2020	9999	Pitney Bowes	036	14.00	0.22	3.08	Color Duplicating	9092081
07/16/2020		Invoice=356648		14.00	0.22	3.08		
		BILLED TOTALS: WORK:				3.08	1 records	
		BILLED TOTALS: BILL:				3.08		
		GRAND TOTAL: WORK:				3.08	1 records	
		GRAND TOTAL: BILL:				3.08		

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
06/10/2020	1279	Sean E. O'Donnell	037	1.00	70.00	70.00	COURTSOLUTIONS NEW YORK NY 842236901 20200609 53	9092197
07/16/2020		Invoice=356648		1.00	70.00	70.00	3-09410022 06/09/20-Court Conference - Sears v. Lampert	
		Voucher=258956 Unpaid					Vendor=American Express Balance= 210.00 Amount= 210.00	
06/10/2020	1279	Sean E. O'Donnell	037	1.00	70.00	70.00	COURTSOLUTIONS NEW YORK NY 842236901 20200609 53	9092198
07/16/2020		Invoice=356648		1.00	70.00	70.00	3-09410022 06/09/20-Court Conference - Sears v. Lampert	
		Voucher=258956 Unpaid					Vendor=American Express Balance= 210.00 Amount= 210.00	
06/18/2020	1279	Sean E. O'Donnell	037	1.00	70.00	70.00	COURTSOLUTIONS NEW YORK NY 842236901 20200617 53	9092199
07/16/2020		Invoice=356648		1.00	70.00	70.00	3-09410022 06/17/20-Court Conference - Sears v. Lampert	
		Voucher=258956 Unpaid					Vendor=American Express Balance= 210.00 Amount= 210.00	
		BILLED TOTALS: WORK:				210.00	3 records	
		BILLED TOTALS: BILL:				210.00		
		GRAND TOTAL: WORK:				210.00	3 records	
		GRAND TOTAL: BILL:				210.00		

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
06/05/2020	9999	Pitney Bowes	038	10.00	2.00	20.00	Velobind/binding	9092085
07/16/2020		Invoice=356648		10.00	2.00	20.00		
		BILLED TOTALS: WORK:				20.00	1 records	
		BILLED TOTALS: BILL:				20.00		
		GRAND TOTAL: WORK:				20.00	1 records	
		GRAND TOTAL: BILL:				20.00		

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
06/02/2020	9999	Pitney Bowes	089	1424.00	0.18	256.32	Printing - Blowback	9092080
07/16/2020		Invoice=356648		1424.00	0.18	256.32		
06/05/2020	9999	Pitney Bowes	089	1476.00	0.18	265.68	Printing - Blowback	9092082
07/16/2020		Invoice=356648		1476.00	0.18	265.68		
		BILLED TOTALS: WORK:				522.00	2 records	
		BILLED TOTALS: BILL:				522.00		
		GRAND TOTAL: WORK:				522.00	2 records	
		GRAND TOTAL: BILL:				522.00		

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
06/24/2020	0020	Williams Lea	105	1.00	87.50	87.50	Williams Lea - WP Job # - 107185 - Requested By	9090337
07/16/2020		Invoice=356648		1.00	87.50	87.50	- Fromer, Gabrielle Description - WORD PROCESSI	
							NG-Create/Update TOC Document #13298826 Amount o	
							f Hours:1.75C/M Inputted: 19609-0002	
		Voucher=258892 Paid					Vendor=Williams Lea Inc. Balance= .00 Amount= 9487.50	
							Check #48998 07/16/2020	
		BILLED TOTALS: WORK:				87.50	1 records	
		BILLED TOTALS: BILL:				87.50		
		GRAND TOTAL: WORK:				87.50	1 records	
		GRAND TOTAL: BILL:				87.50		



Invoice ID: 2020-00260
Account number: 26
Project Id: 26
Invoice date: July 1, 2020

Capital Market Risk Advisors
4851 Tamiami Trail North
Suite 243
Naples, FL 34103
Attn: Accounting

Kyle Kolb

Herrick Feinstein LLP
2 Park Avenue
New York, NY 10016

Invoice Total			\$10,312.50
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See attached spreadsheet for invoice specification.

NAME	AVERAGE RATE	TOTAL HOURS	TOTAL AMOUNT
Nie	325.00	7.5	2,437.50
Niculescu	1,250.00	4.0	5,000.00
Iacono	1,150.00	2.5	2,875.00
Grand Total	\$839.58	14.0	\$10,312.50

Please note the total unpaid balance to date is \$114,245.00

Please remit payment with the statement number to Capital Market Risk Advisors at the address listed above or via wire. Contact QBTeam@advancedprofessional.net for wire instructions.